UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:	Chapter 11
HYDROGEN, L.L.C.,	Bankr. Case No.: 08-14139 (AJG)
Debtor.	

ORDER

APPROVING AGREEMENT OF PURCHASE AND SALE AND AUTHORIZING THE SALE OF THE DEBTOR'S INTELLECTUAL PROPERTY AND RELATED ASSETS FREE AND CLEAR OF INTERESTS THEREIN

Upon the motion (the "Motion"),[1] pursuant to Bankruptcy Code sections 105 and 363 and Bankruptcy Rules 2002 and 6004, for an order approving an Agreement of Purchase and Sale, dated February 23, 2010, between the Debtor and Michael Casey or his corporate designee, and authorizing the Debtor to sell its intellectual property and related assets to the Purchaser free and clear of interests therein; and it appearing that the Court has jurisdiction over this matter; and upon due and sufficient notice of the Motion having been provided; and it appearing that the relief requested in the Motion is reasonable and in the best interests of the Debtor's estate and its creditors; and an objection to the Motion and a joinder thereto having been filed by defendants in Adversary Proceeding No. 09-01142 (AJG); and the objection and joinder having been resolved by modifications to this Order; and following a hearing on the Motion on March 17, 2010; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY FOUND AND DETERMINED THAT:

A. Michael Casey (the "Purchaser") is hereby deemed a good faith purchaser

1 Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Motion.

of the Purchased Assets entitled to the protection of section 363(m) with respect to the transactions contemplated by the PSA; and

B. The sale of the Purchased Assets to the Purchaser does not violate the requirements of section 363(n) of the Bankruptcy Code.

NOW, THEREFORE, IT IS HEREBY:

ORDERED that the Motion be, and it hereby is, granted, as modified herein; and it is further

ORDERED that the PSA is approved, as modified herein; and it is further

ORDERED that the Debtor is authorized to sell the Purchased Assets to the Purchaser in accordance with the terms of the PSA, as modified herein; and it is further

ORDERED that the Purchaser is hereby authorized and directed to purchase the Purchased Assets for the aggregate purchase price of $12,000 in accordance with the terms of the PSA; and it is further

ORDERED that, pursuant to section 363(f) of the Bankruptcy Code, the sale of the Purchased Assets shall be free and clear of all interests, with any such interests (including liens) attaching to the proceeds of the sale of such Purchased Assets with the same force and effect and asserted priority as such interests had against such Purchased Assets, subject to the rights, claims, defenses, and objections, if any, of the Debtor and all interested parties (including the Committee) with respect to such interests; and it is further

ORDERED that the provision in Bankruptcy Rule 6004(g) staying an order authorizing the use, sale, or lease of property until the expiration of 10 days after entry of the order is hereby waived, such that the provisions of this Order are effective immediately; and it is further

ORDERED that the Debtor and the Purchaser are authorized to amend or modify the PSA without further order of the Court, provided that any such amendments or modifications are non-material and are not adverse to the Debtor or its estate and are approved by the Committee; and it is further

ORDERED that the Debtor, at its cost and expense, shall make copies of any hard drives prior to delivering the same to the Buyer and maintain such copies in a secure location where they can be accessed and reviewed by the parties to the Adversary Proceeding; and it is further

ORDERED that the Buyer shall not take possession of any documents sold pursuant to the PSA until the conclusion of Adversary Proceeding No. 09-01142 (AJG); provided that, notwithstanding the foregoing, the Debtor and the Buyer may, at the Buyer's cost and expense, arrange to have the approximately 27 boxes of "intellectual property documents" currently in storage in Versailles, Pennsylvania moved to another storage location that is controlled by the Debtor and within the United States; and it is further

ORDERED that any failure of the Buyer to pay or reimburse the Debtor for storage costs, as the case may be, under Section 6.03 of the PSA shall be deemed a material breach of the PSA; and it is further

ORDERED that this Court shall retain jurisdiction with respect to the interpretation and implementation of the PSA and the enforcement of this Order.

Dated: New York, New York
March 17, 2010

s/Arthur J. Gonzalez
The Honorable Arthur J. Gonzalez
Chief United States Bankruptcy Judge